

**United States Bankruptcy Court
Northern District of California**

In re Exigen (USA), Inc.

Debtor(s)

Case No. **13-32281**
Chapter **11**

AMENDMENT COVER SHEET

Amendment(s) to the following petition, list(s), schedule(s) or statement(s) are transmitted herewith:

Summary of Schedules

Schedule B

Schedule E

Schedule F

Schedule H

Business Income and Expense Form

Statement of Financial Affairs

See Exhibit "1" attached hereto and incorporated by reference for a detailed list of each of the above schedules as to how they were amended.

Date: December 6, 2013

/s/ Iain A. Macdonald

Iain A. Macdonald 051073

Attorney for Debtor(s)

Macdonald Fernandez LLP

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EXHIBIT 1

to

Amendment

Cover Sheet

Exigen (USA), Inc.
Bankruptcy Case No. 13-32281

Document/Schedule	Description of Amendment
Summary of Schedules	Amended to reflect correct amount owed to creditors on Schedule E and Total Liabilities of the Debtor. Schedule E is also being amended. See below for details.
Schedule B, Item Number 12 (Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans.)	Deleted entry regarding 401(k) Plan because it is not an asset of the Debtor. Debtor moved the entry to Statement of Financial Affairs, Item #25 for disclosure purposes.
Schedule B, Item Number 13 (Stocks and Interests in Businesses)	1 – Entry entitled “599,432 Common Stock in Return on Intelligence, Ltd. n/k/a Exigen Services, Ltd.” was amended to correctly reflect the name of said entities. 2 – Entry entitled “Debtor was the 100% owner of the following subsidiaries...” was amended to reflect beginning and ending dates for Debtor’s former subsidiaries.
Schedule B, Item Number 21 (Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims.)	Amended to delete “NEED UPDATE FIGURE FROM P. GREGORY”
Schedule B, Exhibit 1	1 - Exhibit to Item Number 13 (Stock and interests in incorporated and unincorporated businesses) entitled “Other Assets: Loans to Portfolio Companies” amended to reflect full names of entities. 2 - Exhibit further amended to reflect Return on Intelligence, Ltd. (f/k/a Exigen Service, Ltd.)
Schedule B, Exhibit 2	Exhibit to Item Number 16 (Accounts receivable) entitled “Accounts Receivables” amended to reflect full and/or correct names of entities.
Schedule E	Amended to delete claim to “Department of Treasury/Internal Revenue Service” in the

	amount of \$ 2,583.05 as this amount is not owed.
Schedule F	<p>1 – <u>EBIT</u> The name of this creditor was changed to Exigen EbIT, Ltd. and the address changed to reflect as follows: Attn. Alex Kolt 345 California Street, 10th Floor San Francisco, CA 94104</p> <p>and the nature of the claim changed to “Royalties and Services”.</p> <p>2 - <u>Gordon & Rees, LLP</u> Changed to show debt as disputed.</p> <p>3 – <u>Exigen Capital Management, LLC (debt in the amount of \$532,996.00)</u> Address changed to: 345 California Street, 10th Floor San Francisco, CA 94104</p> <p>4 – <u>Exigen Capital Management, LLC (debt in the amount of \$11,221,427.00)</u> The name of this creditor was changed to Exigen Capital, L.P. and the address changed to reflect as follows: 345 California Street, 10th Floor San Francisco, CA 94104</p> <p>5 – <u>Entries for Exigen Services, Ltd. changed to Return on Intelligence, Ltd.</u> Entry changed to reflect the following: Return on Intelligence, Ltd. (f/k/a Exigen Services, Ltd.)</p> <p>6 – <u>Universal Music Group, Inc.</u> Entry amended to reflect the claim as “unliquidated” and description amended to accurately reflect consideration.</p>

	<p>7 – <u>Exifast Collabra</u> Amended to reflect correct entity name of Exifast, Inc.</p> <p>8 – <u>Exigen Elite</u> Amended to correct consideration.</p> <p>9 – <u>Exigen Insurance Solutions, Inc.</u> Amended to correct consideration.</p> <p>10 – <u>Convers Dill & Pearman Limited</u> Amended to mark claim as disputed.</p> <p>11 - <u>Fliesler Meyer LLP</u> Amended to show claim as not being disputed.</p> <p>12 - <u>Octopus Investments, Inc.</u> Amended to mark claim as disputed.</p> <p>13 - <u>Rowbothan & Company LLP</u> Amended to show claim as not being disputed.</p> <p>14 - <u>Time Warner (Claim in the amount of \$359,367.00)</u> Amended to mark claim as disputed.</p>
Schedule H	<p><u>Co-debtor: Exigen, Ltd. / Creditor: Time Warner</u> Amended to delete reference to “Payment and Performance Guaranty...” because it was not accurate.</p>
Business Income and Expense Form, Item Number 1	Amended to reflect negative figures in parenthesis instead of minus signs for clarity.
Statement of Financial Affairs, Item Number 4 (a)	<p>1 - Added lawsuit “Historic TW, Inc. vs. Exigen (USA), Inc. ...”</p> <p>2 – <u>Universal Music Investments, Inc. et al. v. Exigen (USA), Inc. et al. (Case No. 10C-02-044-FSS)</u> Amended description in “Nature of Proceeding” and “Status or Disposition” to accurately reflect nature of lawsuit, status of lawsuit, and Debtor’s position.</p>

Statement of Financial Affairs, Item Number 4 (b)	Deleted reference to eviction by Time Warner Telecommunications Corporation pursuant to disclosing eviction proceedings in Item 4(a).
Statement of Financial Affairs, Item Number 1	1 - Amended to reflect negative figures in parenthesis instead of minus signs for clarity. 2 – Amended to add Exhibit “1” as documentation for 2013 income figures.
Statement of Financial Affairs, Item Number 11	Amended to reflect name of account as business operating account
Statement of Financial Affairs, Item Number 18	1 - Amended entry for Exigen (USA), Inc. to reflect dates in which the Debtor ceased using two of its trade names. 2 – Amended entry for Exigen Services, Inc. to clarify approximate ending date of the former subsidiary of the Debtor.
Statement of Financial Affairs, Item Number 19(a)	Amended to reflect that Exifast, Inc. aided in keeping the books and records of the Debtor.
Statement of Financial Affairs, Item Number 25	Entry moved from Schedule B, Item #12 to this location.

United States Bankruptcy Court
Northern District of California

In re Exigen (USA), Inc.

Debtor(s)

Case No. 13-32281
Chapter 11

SUMMARY OF SCHEDULES - Amended

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors also must complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7,11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	\$0.00		
B - Personal Property	Yes	13	\$30,193,392.05		
C - Property Claimed as Exempt	Yes	1			
D - Creditors Holding Secured Claims	Yes	1		\$0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	2		\$14,327.97	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	10		\$44,807,332.56	
G - Executory Contracts and Unexpired Leases	Yes	2			
H - Codebtors	Yes	2			
I - Current Income of Individual Debtor(s)	Yes	1			See Business Income & Expense Form
J - Current Expenditures of Individual Debtor(s)	Yes				See Business Income & Expense Form
TOTAL		33	\$30,193,392.05	\$44,821,660.53	

United States Bankruptcy Court
Northern District of California

In re <u>Exigen (USA), Inc.</u>		Case No. <u>13-32281</u>
	Debtor(s)	Chapter <u>11</u>

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	\$
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	\$
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	\$
Student Loan Obligations (from Schedule F)	\$
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	\$
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	\$
TOTAL	\$

State the following:

Average Income (from Schedule I, Line 16)	\$
Average Expenses (from Schedule J, Line 18)	\$
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	\$

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		\$
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column.		\$
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		\$
4. Total from Schedule F		\$
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		\$

In re Exigen (USA), Inc.,
Debtor

Case No. 13-32281

SCHEDULE B - PERSONAL PROPERTY - AMENDED

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand		Debtor did not possess any cash on hand on the date of filing.	-	0.00
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Silicon Valley Bank (Business Operating Account; Acct No. XXXXXX3836) 3003 Tasman Drive Santa Clara, CA 95054 (Balance \$-1,063.24 as reflected on the October 17, 2013 statement) [Account closed on October 30, 2013]	-	0.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
Sub-Total > (Total of this page)				0.00

6 continuation sheets attached to the Schedule of Personal Property

In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Automobile Liability Insurance Coverage Policy No. XXXXXX-3726 Effective: 10/1/2012-10/1/2013 Producer: Wells Fargo Insurance Services USA, Inc. 45 Fremont Street #800 San Francisco, CA 94105 Insurer: Chubb Group Insurance Companies 15 Mountain View Road Warren, NJ 07059 /	-	Unknown
		Commercial Umbrella Policy (General Liability Insurance, Employee Benefits Liability, Foreign Automobile Liability, Foreign Employers Liability, Non-Owned & Hired Auto Liability Policy No. XXXXXX-1878 Effective: 10/1/2012-10/1/2013 Producer: Wells Fargo Insurance Services USA, Inc. 45 Fremont Street #800 San Francisco, CA 94105 Insurer: Chubb Group Insurance Companies 15 Mountain View Road Warren, NJ 07059 /	-	Unknown
		Customarq Classic Insurance Program (Property Insurance and Liability Insurance) Policy No. XXXXXX-7WUC Effective: 10/1/2012-10/1/2013 Producer: Wells Fargo Insurance Services USA, Inc. 45 Fremont Street #800 San Francisco, CA 94105 Insurer: Chubb Group Insurance Companies 15 Mountain View Road Warren, NJ 07059 /	-	Unknown

Sub-Total >
(Total of this page)**0.00**Sheet 1 of 6 continuation sheets attached
to the Schedule of Personal Property

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Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Worker's Compensation and Employers' Liability Policy Policy No. XXXXXX-6402 Effective: 10/1/2012-10/1/2013	-	Unknown
		Producer: Wells Fargo Insurance Services USA, Inc. 45 Fremont Street #800 San Francisco, CA 94105		
		Insurer: Chubb Group Insurance Companies 15 Mountain View Road Warren, NJ 07059		
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		599,432 Common Stock in Return on Intelligence, Ltd. formerly known as Exigen Services, Ltd. (Bermuda Private Exempt Company, IT Management Consulting Firm)	-	8,392.05
		Return on Intelligence, Ltd. 2520 Renaissance Blvd, Suite 120 King of Prussia, PA 19406		
		Value of Shares as of April 1, 2013: \$0.014 per share		
	/			
		Other Assets: Loans to Portfolio Companies	-	Unknown
		Estimated book value \$1,687,000.00. See list attached to Schedule B as Exhibit "1" and incorporated by reference.		
	/			
			Sub-Total >	8,392.05
			(Total of this page)	

Sheet 2 of 6 continuation sheets attached
to the Schedule of Personal Property

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In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Debtor was the 100% owner of the following subsidiaries, none of which is operating:	-	0.00
		Mobilae, Inc. (Dates of operation: 01/12/2000 - 2012)		
		Exigen Services, Inc. (Dates of operation: 04/18/2001 - appx. 2003 - 2005)		
		IntelliEngine, Inc. (Dates of operation: 10/1997 - 2001)		
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.		Accounts Receivable [Collectability unknown/uncertain - \$100,000.00-\$200,000.00 possibly collectable]	-	150,000.00
		Estimated book value \$7,311,902.00. See list attached to Schedule B as Exhibit "2" and incorporated by reference.		
	/			
		Other Receivables - Related party receivable Estimated book value \$13,719.00. [Collectability Unknown]	-	Unknown
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
				Sub-Total >
				150,000.00
			(Total of this page)	

Sheet 3 of 6 continuation sheets attached
to the Schedule of Personal Property

In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

SCHEDULE B - PERSONAL PROPERTY - AMENDED

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Litigation: Exigen (USA), Inc., et al. v. Genesys Telecommunication Laboratories, Inc. Superior Court of the State of California In the County of San Mateo Case No. CIV-481741 Estimated Total \$30 million in recovery in 1-3 years. Debtor's share of recovery unknown.	-	30,000,000.00
22. Patents, copyrights, and other intellectual property. Give particulars.	/	BPU (Trademark, Tradename or Service Mark) Registration/Application Nos. CTM - 3,059,953 (2/18/2003) The Debtor believes this to have no significant value.	-	Unknown
	/	Business Process Utility (Trademark, Tradename or Service Mark) Registration/Application Nos. CTM - 3,059,144 (2/18/2003) The Debtor believes this to have no significant value.	-	Unknown
	/	Intellectual Property: Trade secrets regarding the technology, methodologies and know-how with respect to Computer Telephony Integration "CTI" system integration. Hosting applications and the implementation of call centers and software platforms for back office operations for a variety of industries. Debtor believes this to have no significant value.	-	Unknown
	/			
				Sub-Total > 30,000,000.00
				(Total of this page)

Sheet 4 of 6 continuation sheets attached
to the Schedule of Personal Property

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In re **Exigen (USA), Inc.**Case No. **13-32281**Debtor**SCHEDULE B - PERSONAL PROPERTY - AMENDED**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		License to Genesys Telecommunications Laboratories, Inc.'s Call Center Licenses acquired through Strategic Partnership Agreement executed in December 1, 2000 and amended on August 17, 2002 to include Debtor. Debtor believes this to have no significant value.	-	Unknown
	/			
		Visiflow (Trademark, Tradename or Service Mark) Registration/Application Nos. US - 1,993,930 (8/13/1996) Dead/Cancelled May 19, 2007 The Debtor believes this to have no significant value.	-	Unknown
	/			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.		Office Furnishings 345 California St., 22nd Floor San Francisco, CA 94104	-	35,000.00
		See list attached to Schedule B as Exhibit "2" and incorporated by reference.		
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
			Sub-Total > (Total of this page)	35,000.00

Sheet 5 of 6 continuation sheets attached
to the Schedule of Personal Property

In re Exigen (USA), Inc.,
Debtor
Case No. 13-32281

SCHEDULE B - PERSONAL PROPERTY - AMENDED
(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			
				Sub-Total > 0.00
				(Total of this page)
				Total > 30,193,392.05

Sheet 6 of 6 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

**Amended
EXHIBIT 1
to Schedule B**

Exigen (USA), Inc.

OTHER ASSETS - Loans to portfolio companies

(as of November 15, 2013)

Company	Total
Exigen EbIT, Inc. ("EBIT")	\$ 200,000.00
Exigen Elite, Inc. ("Elite")	\$ 207,000.00
Exigen ExpertMarkets USA, Inc. ("EM US")	\$ 238,000.00
Exigen Mortgage Asset Management, Inc. ("EMAM")	\$ 900,000.00
Return on Intelligence, Ltd (f/k/a Exigen Services, Ltd. ("ExS")	\$ 125,000.00
Collabra, Inc. a/k/a Collabra Consulting ("CC")	\$ 17,000.00
Grand Total	\$ 1,687,000.00

**Amended
EXHIBIT 2
to Schedule B**

Exigen USA, Inc.
 ACCOUNTS RECEIVABLE
 as of November 15, 2013
 AMENDED

Correct Company Name	How Name appeared as originally scheduled	Amount
Collabra Inc		\$ 241,795
Exigen EbIT, Inc.	EBIT	\$ 872,877
Exigen Elite, Inc.	Elite	\$ 220,443
Exigen Mortgage Asset Management, Inc.	EMAM	\$ 250,344
Exifast, Inc.	Exifast Collabra	\$ 3,423,836
Exifast, Inc.	Exifast_ Inc.	\$ 79,482
Exigen Canada Inc		\$ 614
Exigen Capital Management LLC		\$ 1,021,905
Exigen Communications Services		\$ 18,028
Exigen Expert Markets		\$ 471,647
Exigen Expert markets Canada		\$ 9,981
Exigen Insurance Solutions		\$ 46,752
Return on Intelligence, Ltd. f/k/a Exigen Services, Ltd.	Exigen Services Ltd.	\$ 645,241
Locust Walk Capital		\$ 120
EquaTrax, L.P. f/k/a Royalty Services, L.P.		\$ 8,839
Total		\$ 7,311,902

EXHIBIT 3

to Schedule B

<u>Furniture</u>	<u>Vendor</u>	<u>Units Present</u>	<u>Current Market Value</u>
Offices furniture 22d fl	HOGUE	27	\$ 20,000.00
Teknion workstation	Office Depot	21	
Reception desk	LIMN	1	
Glass marker boards	Office Depot	4	
Low BCK Guest Chairs	Office Depot	4	
Executive Leather chars	Office Depot	25	
Posture Chairs	Office Depot	25	
Refrigerator	Rainbowappliance.com	1	
		Current Market Value	\$ <u>15,000.00</u>
		Total Value of Office Furnishings	\$ 35,000.00

In re **Exigen (USA), Inc.**Case No. 13-32281

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets) **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

 Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

 Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$12,475* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

 Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

 Certain farmers and fishermen

Claims of certain farmers and fishermen, up to \$6,150* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

 Deposits by individuals

Claims of individuals up to \$2,775* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

 Taxes and certain other debts owed to governmental units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

 Commitments to maintain the capital of an insured depository institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507 (a)(9).

 Claims for death or personal injury while debtor was intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Exigen (USA), Inc.**Case No. 13-32281

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS - AMENDED
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**
TYPE OF PRIORITY

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM				AMOUNT OF CLAIM	AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
			C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D			
Account No.		Unpaid Wage Claim					0.00	
CA Department of Labor and Industries 455 Golden Gate Avenue, 9th Floor San Francisco, CA 94102	-					577.00		577.00
Account No.		2011-2012 Payroll Taxes					0.00	
City & County Tax Collector Business Tax Dept Attn: Bureau of Delinquent Revenue P.O. Box 7425 San Francisco, CA 94120-7425	-					12,592.00		12,592.00
Account No. xxxxxxxx4608		5/2013 Interest on Liability					0.00	
Employment Development Dept. P.O. Box 989061 West Sacramento, CA 95798-9061	-					337.00		337.00
Account No. xxxxxxx9XXX		2013 Corporate Taxes					0.00	
State of California Franchise Tax Board Section MS A340 Post Office Box 2952 Sacramento, CA 95812	-					821.97		821.97
Account No.								
Sheet <u>1</u> of <u>1</u> continuation sheets attached to Schedule of Creditors Holding Unsecured Priority Claims						Subtotal (Total of this page)	<u>0.00</u>	<u>0.00</u>
							<u>14,327.97</u>	<u>14,327.97</u>
						Total (Report on Summary of Schedules)	<u>0.00</u>	<u>0.00</u>
							<u>14,327.97</u>	<u>14,327.97</u>

In re Exigen (USA), Inc.,
Debtor

Case No. 13-32281

AMENDED SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. xxx0352							
ADP Commercial Leasing P.O. Box 34656 Newark, NJ 07189	-		2009 Vendor Services				4,600.00
Account No.							
Bouchard Margules & Friedlander, P.A. 222 Delaware Ave Suite 1400 Wilmington, DE 19801	-		June 2012 - March 2013 Legal Services				148,645.00
Account No.							
Codan Services Limited Clarendon House P.O. Box HM 1022 Hamilton, HM, DX BERMUDA	-		April 1, 2013 - June 30, 2013 Corporate and Administrative Services		X		16,635.00
Account No.							
Conyers Dill & Pearman Limited Clarendon House, 2 Church St P.O. Box HM 666 Hamilton, HM, CX BERMUDA	-		2012 Legal Services		X		300.00
Subtotal (Total of this page)							170,180.00

9 continuation sheets attached

In re Exigen (USA), Inc.Case No. 13-32281

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Corporation Service Company P.O. Box 13397 Philadelphia, PA 19101-3397	-	May 2011 Vendor Services				363.00
Account No.						
Cotchett Pitre & McCarthy LLP San Francisco Airport Office Ctr 840 Malcolm Road Suite 200 Burlingame, CA 94010	-	March 2010 - July 2013 Legal Services associated with Genesys Telecommunications Laboratory, Inc. lawsuit				23,026.00
Account No.						
Cote & Company 703 Market Street Suite 600 San Francisco, CA 94103	-	October 15, 2012 Vendor Service - 401(k) Auditors				5,000.00
Account No. 1800						
DeWinter Consulting, Inc. 1999 S. Bascom Ave., Suite 210 Campbell, CA 95008	-	April 26, 2009 Consulting Fees				3,297.00
Account No. x3540						
Document Technologies, LLC 64 West 48th Street 6th Floor New York, NY 10036	-	February 2013 - August 2013 Vendor Services				177,806.13
Sheet no. <u>1</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			209,492.13

In re Exigen (USA), Inc.Case No. 13-32281

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Employment Screening Resources 7110 Redwood Blvd. Suite C Novato, CA 94945	-	March - June 2012 Recruiting Fees				2,594.00
Account No.						
Equinox Fitness Clubs P.O. Box 1774 New York, NY 10156-1774	-	August 2012 - January 2013 Membership Fees				7,147.00
Account No.						
Esther Carlson 8018 Creekside Drive Dublin, CA 94568	-	June 30, 2012 Services Rendered		X		2,683.00
Account No.						
Exifast, Inc. 345 California Street 10th Floor San Francisco, CA 94104	-	December 2010 - January 2013 Vendor Services				933,251.00
Account No.						
Exigen Capital Management, LLC 345 California Street 10th Floor San Francisco, CA 94104	-	January 2009 - April 2013 Claim by affiliate for employee services provided to Debtor and/or payments made on Debtor's behalf.				532,996.00
Sheet no. <u>2</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>1,478,671.00</u>

In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

**AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Long-Term Debt				
Exigen Capital, L.P. 345 California Street 10th Floor San Francisco, CA 94104	-					11,221,427.00
Account No.		Royalties and Services				
Exigen EbIT, Ltd. Attn. Alex Kolt 345 California Street 10th Floor San Francisco, CA 94104	-					41,393.00
Account No. xxxx/6550		February 20, 2010 - January 30, 2013 Claim by affiliate for services provided to Debtor and/or payments made on Debtor's behalf.				
Exigen Elite 345 California Street 10th Floor San Francisco, CA 94104	-					374,944.00
Account No. 5015		January 30, 2013 Claim by affiliate for services provided to Debtor and/or payments made on Debtor's behalf.				
Exigen Insurance Solutions, Inc. 345 California Street 10th Floor San Francisco, CA 94104	-					28,565.00
Account No.		Long-Term Debt				
Exigen Insurance Solutions, Inc. 345 California Street 10th Floor San Francisco, CA 94104	-					577,370.00
Sheet no. <u>3</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			12,243,699.00

In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

**AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		September 13, 2009 - July 31, 2012 Hosting and Support Services				
Expermarkets Canada, Inc. 345 California Street 10th Floor San Francisco, CA 94104	-					339,225.00
Account No.		Long-Term Debt				
Expermarkets Canada, Inc. 345 California Street 10th Floor San Francisco, CA 94104	-					8,411.00
Account No. xx4848		January 6, 2009 Membership Fees				
Financial Executives International 200 Campus Drive Florham Park, NJ 07932-0674	-					495.00
Account No.		December 10, 2008 - March 2, 2011 Legal Services				
Fliesler Meyer LLP 410 Pacific Avenue San Francisco, CA 94133	-					20,182.00
Account No. xxx6370		March 30, 2013 Telephone Service				
Globalinx P.O. Box 749682 Los Angeles, CA 90074	-					753.43
Sheet no. <u>4</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			369,066.43

In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

**AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
			T	U	N	
Account No. 987		2001 Admin Fee for 2011 Plan Year				1,190.00
Golden Gate Retirement Consultants 1250 Bayhill Road Suite 100 San Bruno, CA 94066	-	February 2009 Legal Services			X	4,743.00
Account No.		November 8, 2009 Legal Services			X	46,521.00
Gordon & Rees, LLP 275 Battery Street Suite 2000 San Francisco, CA 94111	-	2009 Reimbursement Claim			X	22,500.00
Greenberg Traurig LLP 4 Embarcadero Center Suite 3000 San Francisco, CA 94111-5983	-	August - December 2010 Legal Services				27,186.00
Account No.						
Greg Shenkman 28 Meadow Hill Drive Tiburon, CA 94920	-					
Account No. x0114						102,140.00
Haarmann Neue Mainzerstrabe 75 Frankfurt GERMANY 60311	-					
Sheet no. 5 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			

In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

**AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No. xxx7585		June 12, 2013 Vendor Services				
Iron Mountain P.O. Box 27131 New York, NY 10087-7131	-					3,200.00
Account No.		Notice Only (Attorney for Genesys Telecommunications Laboratories, Inc.)				
John P. Stigi, III, Esquire Sheppard, Mullin, Richter & Hampton, LLP 1901 Avenue of the Stars, 16th Floor Los Angeles, CA 90067	-					0.00
Account No.		April 2013 - February 2013 Tax Consultants				
KBHT Kalus & Hilger PromenadenstraBe 1 D-41460 Neuss GERMANY	-					13,418.00
Account No.		April 16, 2009 - August 27, 2010 Consulting Fees regarding Patent Drawing		X		
Lexence Advocaten & Notarissen Peter Van Anrooystraat 7 Postbus 1076 DA Amsterdam NEDERLAND	-					9,219.00
Account No.		January 22, 2010 Legal Services		X		
Lextron Systems, Inc. 20264 Ljepava Drive Saratoga, CA 95070	-					16,250.00
Sheet no. 6 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			42,087.00

In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

**AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Reimbursement for Expenses			X	5,000.00
Octopus Investments, Inc. 20 Old Bailey LONDON, EC4M 7AN	-	May 2011 - October 2012 Claim estimated by affiliate for employee services provided to Debtor.			X	7,000,000.00
Account No.		Long-Term Debt				337,446.00
Return on Intelligence, Ltd. (f/k/a Exigen Services, Ltd.) 345 California Street 10th Floor San Francisco, CA 94104	-	August - September 2010 Accounting Services				4,584.00
Account No.		October 21, 2011 Compliance Services				330.00
Rowbothan & Company LLP 101 Second Street Suite 1200 San Francisco, CA 94105	-					
Sharon Moe Benefit Com Services 26248 Enterprise Court Lake Forest, CA 92630	-					
Sheet no. <u>7</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)				7,347,360.00

In re Exigen (USA), Inc.Case No. 13-32281

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		March 10, 2006 - January 12, 2007 Legal Services				
Simmons & Ungar, LLP 351 California Street Suite 1300 San Francisco, CA 94104	-					15,397.00
Account No. xxxxx9429		February 20, 2013 - June 20, 2013 Cellular Bill				
T-Mobile P.O. Box 51843 Los Angeles, CA 90051-6143	-					9,929.00
Account No. xxx4176		September 23, 2011 Insurance Fees				
The State Insurance Fund Disability Benefits P.O. Box 5261 Binghamton, NY 13902-5261	-					210.00
Account No.		October 26, 2009 Expense Reimbursement				
Theodore Garcia 1025 Vista Grande Street Binghamton, NY 13902-5261	-					327.00
Account No.		March 1, 2012 - October 31, 2012 Unpaid Rent from business location at 75 Rockefeller Plaza, New York, NY. (Debtor evicted from location as of March, 2012.)			X	
Time Warner One Time Warner Center Attn: Director of Real Estate Services New York, NY 10019-8016	X -					359,367.00
Sheet no. <u>8</u> of <u>9</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			<u>385,230.00</u>

In re

Exigen (USA), Inc.Case No. **13-32281**

Debtor

AMENDED
SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
TW Telecom, Inc. P.O. Box 172567 Denver, CO 80217-2567	-	March 2013 Telecommunications				18,019.00
Account No.						
Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019	X	6/30/2004 Action for breach of contract against Debtor, relating to Development Agmt, dated 6/30/04, between Debtor, Royalty Svcs LP, Warner Music Group Inc, and Universal Music Group Inc. [See Stmt of Fin. Affairs, Item 4(a) for further details.]	X	X	X	22,440,990.00
Account No. xxxxxx52-RI		Legal Services				398.00
Wolters Kluwer Businesses Corporate Legal Services Walnut Creek Corp, Team 1 1350 Treat Blvd., Suite 100 Walnut Creek, CA 94597	-					
Account No.						
Account No.						
Sheet no. 9 of 9 sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			22,459,407.00
			Total (Report on Summary of Schedules)			44,807,332.56

In re **Exigen (USA), Inc.**Case No. **13-32281**Debtor**SCHEDULE H - CODEBTORS - AMENDED**

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Exigen (BVI), Inc. 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
Exigen (Canada), Inc. 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
Exigen Latvia (SWH Tehnologija) 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004. Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.

In re Exigen (USA), Inc.,
Debtor

Case No. 13-32281

SCHEDULE H - CODEBTORS - AMENDED

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Exigen Properties, Inc. 345 California Street, 22nd Floor San Francisco, CA 94104	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004.
Exigen, Ltd. 345 California Street, 22nd Floor San Francisco, CA 94104	Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.
Exigen, Ltd. 345 California Street, 22nd Floor San Francisco, CA 94104	Time Warner One Time Warner Center Attn: Director of Real Estate Services New York, NY 10019-8016
	Universal Music Group, Inc. Attn: Marinus N. Henny 1755 Broadway, 5th Fl. New York, NY 10019 Disputed claim (in litigation) to enforce the Payment and Performance Guaranty made by Exigen, Ltd., Exigen (Canada), Inc., Exigen (BVI), Inc., Exigen Properties, Inc. and Exigen Larvia (SWH Tehnologija), dated June 30, 2004.
	Reference is made to the Development Agreement by and among Exigen (USA), Inc., EquaTRax L.P. (formerly Royalty Services, L.P.), UMI and Warner Music Group, Inc. dated as of June 30, 2004.

Sheet 1 of 1 continuation sheets attached to the Schedule of Codebtors

Case: 13-32281 Doc# 40 Filed: 12/06/13 Entered: 12/06/13 17:48:28 Page 35 of 50
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Best Case Bankruptcy

United States Bankruptcy Court
Northern District of California

In re Exigen (USA), Inc.

Debtor(s)

Case No. 13-32281
 Chapter 11

BUSINESS INCOME AND EXPENSES - Amended

FINANCIAL REVIEW OF THE DEBTOR'S BUSINESS (NOTE: ONLY INCLUDE information directly related to the business operation.)

PART A - GROSS BUSINESS INCOME FOR PREVIOUS 12 MONTHS:

1 Gross Income For Prior to Filing (2013 YTD Gross Income - per Profit and Loss Statement dated March, 2013): (\$571,585.00)

PART B - ESTIMATED AVERAGE FUTURE GROSS MONTHLY INCOME:

2. Gross Monthly Income	\$ <u>0.00</u>
-------------------------	----------------

PART C - ESTIMATED FUTURE MONTHLY EXPENSES:

3. Net Employee Payroll (Other Than Debtor)	\$ <u>0.00</u>
4. Payroll Taxes	<u>0.00</u>
5. Unemployment Taxes	<u>0.00</u>
6. Worker's Compensation	<u>0.00</u>
7. Other Taxes	<u>0.00</u>
8. Inventory Purchases (Including raw materials)	<u>0.00</u>
9. Purchase of Feed/Fertilizer/Seed/Spray	<u>0.00</u>
10. Rent (Other than debtor's principal residence)	<u>0.00</u>
11. Utilities	<u>0.00</u>
12. Office Expenses and Supplies	<u>0.00</u>
13. Repairs and Maintenance	<u>0.00</u>
14. Vehicle Expenses	<u>0.00</u>
15. Travel and Entertainment	<u>0.00</u>
16. Equipment Rental and Leases	<u>0.00</u>
17. Legal/Accounting/Other Professional Fees	<u>0.00</u>
18. Insurance	<u>0.00</u>
19. Employee Benefits (e.g., pension, medical, etc.)	<u>0.00</u>
20. Payments to Be Made Directly By Debtor to Secured Creditors For Pre-Petition Business Debts (Specify):	

DESCRIPTION	TOTAL
-------------	-------

21. Other (Specify):

DESCRIPTION	TOTAL
-------------	-------

22. Total Monthly Expenses (Add items 3-21)	\$ <u>0.00</u>
---	----------------

PART D - ESTIMATED AVERAGE NET MONTHLY INCOME:

23. AVERAGE NET MONTHLY INCOME (Subtract item 22 from item 2)	\$ <u>0.00</u>
---	----------------

United States Bankruptcy Court
Northern District of California

In re Exigen (USA), Inc.
 Case No. 13-32281
 Chapter 11

STATEMENT OF FINANCIAL AFFAIRS - Amended

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any persons in control of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; and any managing agent of the debtor. 11 U.S.C. § 101(2), (31).

1. Income from employment or operation of business

None State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT (\$573,552.00)	SOURCE 2013 YTD Income (January - October 17, 2013)
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**Gross Income: (\$571,585.00)
Net Income: (\$573,552.00)**

[Figures above are taken from Profit and Loss Statement dated March 2013 attached hereto as Exhibit "1" and incorporated herewith by reference].

To be provided.	2012 Income (January - December)
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**Gross Income: Unknown
Net Income: Unknown**

AMOUNT \$6,312,123.00	SOURCE 2011 Income (January - December 2011)
Gross Income: \$6,312,123.00 Net Income: (\$474,846.00)	

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts:* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
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None b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$6,225*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
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None c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
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* Amount subject to adjustment on 4/01/16, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

4. Suits and administrative proceedings, executions, garnishments and attachments

None

a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Universal Music Investments, Inc., a California corporation v. Exigen (USA), Inc., a California corporation; Case No. 10C-02-044-FSS	Action for breach of contract against the Debtor, relating to a Development Agreement, dated June 30, 2004, between the Debtor, Royalty Services, L.P., Warner Music Group Inc., and Universal Music Group, Inc.	New Castle County Superior Court State of Delaware 500 North King Street Wilmington, DE 19801	Order granting Motion for Default Judgment entered October 17, 2013 in the amount of \$22,440,900.00. Corrected Order granting Motion for Default Judgment entered by court on October 18, 2013. Validity of Order granting Motion for Default Judgment is disputed by Debtor. Debtor contends that the orders are void and intends to pursue any remedies and/or defenses available to it.

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Universal Music Investments, Inc. v. Exigen (USA), Inc., et al.
Case No. CA 8875

Fraudulent Transfer / Breach of Contract	Court of Chancery - Sussex County 34 The Circle Georgetown, DE 19947	Pending
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Exigen Properties, Inc.; Return on Intelligence, Ltd. (f/k/a Exigen Services, LTD.); Exigen Services (USA), Inc.; Exigen (USA), Inc.; Exigen Ltd.; Exigen (Canada), Inc.; Exigen Latvia (SWH Tehnologija); Exigen Europe, BV; Exigen Deutschland GmbH; Exigen Services Europe Limited; Exigen East B.V.; Exigen Services Pacific PTY Limited; Exigen Services, LLC; Foreign Enterprise Exigen Services v. Genesys Telecommunications Laboratories, Inc. and Does 1-25; Case No. CIV-481741

Unfair Competition / Trade Libel / Defamation / Misappropriations of Trade Secrets / Unjust Enrichment	San Mateo County Superior Court Southern Branch 400 County Center, 2nd Floor Redwood City, CA 94063	Pending
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CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Stuart B. Schneck vs. Exigen (USA), Inc. et al.; Case No. CGC 12 520577	Employment Dispute (Complaint re Disability Discrimination, Breach of Contract, etc.)	Superior Court of California, County of San Francisco	Dismissal with prejudice on January 22, 2013.
/			
In re Martyn Sutton and Alexander van Gordon v. Exigen (USA), Inc., Exigen Insurance Solutions, Inc., Alec Miloslavsky, Gwen Gluckman, and Greg Shenkman (Case No. 12-CV-6267)	Two ex-employees of Exigen Insurance Solutions sought commissions against named defendants.	Eastern District of Pennsylvania	Settled by Exigen Insurance Solutions, Inc. and awaiting dismissal with prejudice.
Historic TW, Inc. vs. Exigen (USA), Inc. and XYZ Corporation (L & T Index No. 067593)	Eviction Proceeding	Civil Court of the City of New York County of New York Non-Housing Part 52	Debtor was leasee of office space located at: 75 Rockefeller Plaza and 15 West 51st St., 17th Fl. New York, NY 10019
			Debtor was evicted from property by Landlord, Time Warner Telecommunications Corporation pursuant to this eviction action on: March 2012

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or **since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYER IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Macdonald Fernandez LLP 221 Sansome Street, Third Floor San Francisco, CA 94104-2323	10/24/2013, Daletona Global Limited Palm Grova House	\$50,000.00

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
<input checked="" type="checkbox"/> None b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		
NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

11. Closed financial accountsNone

List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION

Silicon Valley Bank
3003 Tasman Drive
Santa Clara, CA 95054

Wachovia Bank N.A.
500 Lake Cook Road, Suite 100
Deerfield, IL 60015

TYPE OF ACCOUNT, LAST FOUR
DIGITS OF ACCOUNT NUMBER,
AND AMOUNT OF FINAL BALANCE

**Business Operating Account; Account
No. XXXXXX3836**

AMOUNT AND DATE OF SALE
OR CLOSING

\$0.00; October 30, 2013

**Money Market Account; Acct. No.
xxxx-4411**

\$0.00; 2005

12. Safe deposit boxesNone

List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositaries of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK
OR OTHER DEPOSITORY

NAMES AND ADDRESSES
OF THOSE WITH ACCESS
TO BOX OR DEPOSITORY

DESCRIPTION
OF CONTENTS

DATE OF TRANSFER OR
SURRENDER, IF ANY

13. SetoffsNone

List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATE OF SETOFF

AMOUNT OF SETOFF

14. Property held for another personNone

List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER

DESCRIPTION AND VALUE OF PROPERTY

LOCATION OF PROPERTY

15. Prior address of debtorNone

If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS

**505 Montgomery Street, Ste. 2300, San Francisco,
CA 94111**

NAME USED

Exigen (USA), Inc.

DATES OF OCCUPANCY

1999 - April 2009

**75 Rockefeller Plaza, 17th Floor, New York, NY
10104**

Exigen (USA), Inc.

**January 31, 2005 - March,
2012**

**345 California Street
22nd Floor
San Francisco, CA 94104**

Exigen (USA), Inc.

06/2009 - 04/2013

ADDRESS
**345 California Street
 10th Floor
 San Francisco, CA 94104**

NAME USED
Exigen (USA), Inc.

DATES OF OCCUPANCY
04/2013 - Present

16. Spouses and Former Spouses

None

If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None

a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None

c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None

a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME		LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Exigen (USA), Inc.		95-4407507	345 Montgomery Street 10th Floor San Francisco, CA 94104	Software and service company.	January 21, 1993 - Present
				Debtor incorporated and began operations under the name of Datamax Technologies, Inc. and changed to current name on March 13, 2001.	
				Debtor ceased operations approximately June/July 2012.	
				Trade Names: Exigen; Exigen USA; Exigen Group (Debtor ceased using these trade names of Exigen and Exigen Group approximately 2008)	
				/	
Mobilae, Inc.	94-3351728	345 California St., 10th Floor San Francisco, CA 94104	Former subsidiary of Debtor (debtor owned 100% of entity)	01/12/2000 - 2012 (dissolved corporation per California Secretary of State)	
			/		
Exigen Services, Inc.	01-0629397	345 California St., 10th Floor San Francisco, CA 94104	Former subsidiary of Debtor (debtor owned 100% of entity)	04/18/2001 - appox. 2003 - 2005	
			/		(Corporation is listed as a suspended corporation per California Sec. of State as of 8/14/2009)
IntelliEngine, Inc.	22-3541433	345 California St., 10th Floor San Francisco, CA 94104	Former subsidiary of Debtor (debtor owned 100% of entity) New Jersey Corporation	10/1997 - 2001	

None

b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME

ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS	DATES SERVICES RENDERED
Exifast, Inc. 345 California St., 10th Floor San Francisco, CA 94104	2008 - 2012

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
None <input type="checkbox"/>	c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.	

NAME	ADDRESS
Equinix IT services & computer repair; Server/data center equipment is held within a caged area on the premises.	11 Great Oaks Blvd. San Jose, CA 95119
Rowbothan & Company LLP	101 Second Street Suite 1200 San Francisco, CA 94105

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
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20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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None b. List the name and address of the person having possession of the records of each of the inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
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None b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
Sergiy Synyanskyy 345 California Street 10th Floor San Francisco, CA 94104	Director	0%
Andriy Dudnyk 345 California Street 10th Floor San Francisco, CA 94104	Director	0%
Greg Shenkman 28 Meadow Hill Drive Belvedere Tiburon, CA 94920	Director	0%
Alec Miloslavsky 345 California Street 10th Floor San Francisco, CA 94104	Director	0%
Alexander Novak 345 California Street 10th Floor San Francisco, CA 94104	President and Treasurer	0%
Kimberlee S. Bogen 345 California Street 10th Floor San Francisco, CA 94104	Secretary	0%
Eugene Gusovsky 345 California Street 10th Floor San Francisco, CA 94104	Restructuring Project Manager	0%
Exigen, Ltd. 345 California Street 10th Floor San Francisco, CA 94104	Parent Corporation and Shareholder	100%

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
<input type="checkbox"/> None	b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.	
NAME AND ADDRESS	TITLE	DATE OF TERMINATION
Greg Shenkman 65 A Appian Way South San Francisco, CA 94080	Terminated as President (currently still a director)	August 15, 2013
Matteo Marchetta 345 California Street 22nd Floor San Francisco, CA 94111	Treasurer	August 15, 2013
Stuart Schneck 106 Estates Drive Piedmont, CA 94611	Secretary	August 15, 2013

23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND Debtor is listed as the administrator of a 401(k) plan for employees of Exigen Group and its tax identification number was used for such purpose.	TAXPAYER IDENTIFICATION NUMBER (EIN)
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Although Exigen Group is not an actual company, it is the collective name for the following entities which use the 401(k) plan for their employees:

Exigen Capital Management LLC, Exigen Insurance Solutions LtD, Expert Markets Inc., Exigen Mortgage Asset Management Inc., Exigen Transformation Co. Inc., Collabria Consulting LLC, Exigen Elite Inc., Exigen EBIT Inc. and ExiFast Inc.

Debtor has not and does not presently have an interest in the plan, except for the use of the Debtor's federal tax identification number. Debtor's former employees did not participate in plan. Debtor does not contribute to plan on behalf of any employees.

This entry is for disclosure purposes only.

* * * * *

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date December 6, 2013

Signature /s/ Alexander Novak
Alexander Novak
President and Treasurer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

EXHIBIT 1

to Statement

of Financial

Affairs

Exigen (USA), Inc.

Profit & Loss Statement

		<i>Exi USA #105 MAR-13</i>
		<i>YTD</i>
REVENUE		
Managed Services		0
License		0
Professional Serv		0
Outsourcing		0
Maintenance		0
Hardware & Other		0
Exifast		0
Billable Exp-Revenue		0
		<hr/> 0
COST OF SALES		
Managed Services		17,500
License		0
Professional Serv		(67,625)
Outsourcing		0
Maintenance		0
Hardware & Other		0
Exifast		0
Billable Exp-COS		0
		<hr/> (50,125)
GROSS PROFIT		
Managed Services		17,500
License		0
Professional Serv		(67,625)
Outsourcing		0
Maintenance		0
Hardware & Other		0
Exifast		0
		<hr/> (50,125)
SG&A		
Sales		0
Marketing		0
G&A		(521,460)
R&D		0
		<hr/> (521,460)

OPERATING INC/(LOSS)	<u>(571,585)</u>
Other Inc/(Exp)	
Inter Inc/(Exp)	0
Gain/(Loss)-Asset Sales	0
 Other Inc/(Exp)	
Exifast	0
Total Other Inc/(Exp)	<u>0</u>
PRETAX INCOME/(LOSS)	<u>(571,585)</u>
Taxes	1,966
Exifast Taxes	0
NET INCOME/(LOSS)	<u>(573,552)</u>